

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

ALLIANCE GAMING CORPORATION

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on December 5, 2001, and before the Nevada Gaming Commission ("Commission") on December 20, 2001, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Alliance Gaming Corporation for (i) a two-year approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation ("Affiliate"), (ii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Alliance Holding Company, APT Games, Inc., and Casino Electronics, Inc., in conjunction with a continuous or delayed public offering and (iii) approval of an exemption from NGC Regulation 16.115(1)(a) pursuant to NGC Regulation 16.450.

b. The applications of Alliance Holding Company for (i) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Bally Gaming International, Inc., in conjunction with a continuous or delayed public offering and (ii) approval to guarantee securities issued by Alliance Gaming Corporation or its Affiliate(s) in conjunction with a continuous or delayed public offering, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by Alliance Gaming Corporation or its Affiliate(s) in conjunction with a continuous or delayed public offering;

c. The applications of Bally Gaming International, Inc., for (i) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Bally Gaming, Inc., in conjunction with a continuous or delayed public offering and (ii) approval to guarantee securities issued by Alliance Gaming Corporation or its Affiliate(s) in conjunction with a continuous or delayed public offering, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by Alliance Gaming Corporation or its Affiliate(s) in conjunction with a continuous or delayed public offering;

d. The applications of APT Games, Inc., for (i) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Plantation Investments, Inc., and United Coin Machine Co., in conjunction with a continuous or delayed public offering and (ii) approval to guarantee securities issued by Alliance Gaming Corporation or its Affiliate(s) in conjunction with a continuous or delayed public offering, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by Alliance Gaming Corporation or its Affiliate(s) in conjunction with a continuous or delayed public offering; and

e. The applications of Casino Electronics, Inc., Bally Gaming, Inc., Plantation Investments, Inc., and United Coin Machine Co. for approval to guarantee securities issued by Alliance Gaming Corporation or its Affiliate(s) in conjunction with a continuous or

delayed public offering, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Alliance Gaming Corporation or its Affiliate(s) in conjunction with a continuous or delayed public offering.

2. THAT for a period of one year, Alliance Gaming Corporation and its Affiliate(s) are granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the one-year period, Alliance Gaming Corporation and its Affiliate(s) shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Alliance Gaming Corporation and its Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Alliance Gaming Corporation or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. THAT the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.

4. THAT, pursuant to NGC Regulation 16.450, Alliance Gaming Corporation is granted an exemption from NGC Regulation 16.115(1)(a), and that the Commission hereby

expressly determines that such exemption is consistent with the purposes of the Nevada Gaming Control Act.

5. THAT for a period of one year, Alliance Gaming Corporation is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Alliance Holding Company, APT Games, Inc., and Casino Electronics, Inc., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of one year, Alliance Holding Company is granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Bally Gaming International, Inc., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of one year, Bally Gaming International, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Bally Gaming, Inc., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

8. THAT for a period of one year, APT Games, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Plantation Investments, Inc., and United Coin Machine Co., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

9. THAT for a period of one year, Alliance Holding Company, Bally Gaming International, Inc., APT Games, Inc., Casino Electronics, Inc., Bally Gaming, Inc., Plantation Investments, Inc., and United Coin Machine Co., are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Alliance Gaming Corporation or its

Affiliate(s) in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Alliance Gaming Corporation or its Affiliate(s) in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Carson City, Nevada, this 20th day of December 2001.